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APR 11 2008

Federal Communications Commission
Office of the Secretary

DOCKET FILE COPY ORIGINAL

April 11, 2008

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
c/o Natek, Inc.
236 Massachusetts Avenue, N.E.
Suite 110
Washington, DC 20002

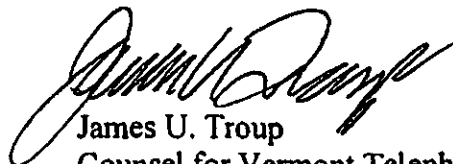
Re: Petition for Declaratory Ruling

Dear Ms. Dortch:

On behalf of Vermont Telephone Company, transmitted herewith are an original and four (4) copies of its Petition for Declaratory Ruling for a policy clarification regarding: (1) whether or not only "telecommunications carriers" are entitled to interconnection with local exchange carrier ("LEC") facilities by the express terms of Sections 251 and 252 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. §§ 251, 252; (2) whether or not Voice over Internet Protocol ("VoIP") providers are entitled to interconnection pursuant to those sections of the Act when they assert they are not "telecommunications carriers"; and (3) whether or not Comcast Phone of Vermont, LLC ("Comcast"), as a VoIP provider, is a telecommunications carrier and, therefore, is entitled to interconnection pursuant to those statutory provisions.

Please date-stamp and return the extra copy of this filing. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (202) 344-8006.

Respectfully submitted,



James U. Troup
Counsel for Vermont Telephone Company

Enclosure

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FILED/ACCEPTED
APR 11 2008
Federal Communications Commission
Office of the Secretary

In the Matter of)

Petition for Declaratory Ruling Whether)
Voice over Internet Protocol Services)
Are Entitled to the Interconnection Rights of)
Telecommunications Carriers)

File No. _____

PETITION FOR DECLARATORY RULING

Vermont Telephone Company ("VTel") respectfully petitions the Federal Communications Commission ("FCC" or "Commission") for a policy clarification via a declaratory ruling, or via any other means the FCC considers appropriate, regarding: (1) Whether or not only "telecommunications carriers" are entitled to interconnection with local exchange carrier ("LEC") facilities by the express terms of Sections 251 and 252 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. §§ 251, 252; (2) Whether or not Voice over Internet Protocol ("VoIP") providers are entitled to interconnection pursuant to those sections of the Act when they assert they are not "telecommunications carriers"; and (3) Whether or not Comcast Phone of Vermont, LLC ("Comcast"), as a VoIP provider, is a telecommunications carrier and, therefore, is entitled to interconnection pursuant to those statutory provisions.

I. Background.

VTel is an independent, family-owned LEC, whose rural service area covers 14 towns and villages in Southern Vermont. VTel provides local exchange and other services to approximately 21,000 telephone lines, and has provided service to its rural Vermont communities for more than a decade. VTel's founders have longstanding and positive

relationships with pioneers of the cable TV industry, and simply here request FCC guidance regarding VTel's obligations and responsibilities in fulfilling the letter and spirit of all FCC requirements.

VTel welcomes competition, and believes that competition on a level playing field is good for both consumers and telecommunications companies. VTel also fully supports policies that enhance such competition, which have been implemented by the FCC, the Vermont Public Service Board and the Vermont Department of Public Service, as well as other agencies. While VTel works assiduously to fulfill the letter and spirit of all rules and guidelines established by the FCC, the Vermont Public Service Board, and the Vermont Department of Public Service, there seems to be some confusion and uncertainty in the industry as to the application of the statutory provisions discussed herein to VOIP providers.

On January 10, 2008, Comcast sent a letter to VTel requesting interconnection pursuant to Section 251(a)-(b) of the Act. Specifically, Comcast requested an interconnection agreement that would include "[d]irect and indirect network interconnection;" "[n]umber portability;" "[r]eciprocal compensation at 'bill and keep;'" and "[a]ccess to directory listings and directory assistance". Comcast also requested that VTel upgrade its switches to provide number portability in more than a dozen of VTel's rate centers, if VTel does not currently have the capability to provide local number portability in those geographic areas.

Although Comcast holds a certificate from the Vermont Public Service Board, it reportedly does not provide any "telecommunications service". The service for which Comcast requests an interconnection agreement under Sections 251-252 of the Act is its "Digital Voice" service. See <http://comcast.usdirect.com/vermont-comcast.html>. Digital Voice is a VoIP service. See <http://www.comcast.com/Customers/FAQ/FaqDetails.ashx?Id=2778>.

II. Declaratory Ruling is Appropriate.

The Administration Procedure Act and the Commission's Rules authorize the Commission to "issue a declaratory ruling in order to terminate a controversy or remove uncertainty." See 5 U.S.C. § 554(e) and 47 C.F.R. § 1.2. It is appropriate in this case for the Commission to clarify what entities are, and are not, subject to the benefits and burdens imposed by Section 251 of the Act.

Whether or not a State regulatory commission has issued a certificate or other authorization allowing an entity to operate as a competitive local exchange carrier ("CLEC") appears to be secondary to the threshold question of whether a VoIP service is a telecommunications service. The Act appears to allocate final authority for this important national policy matter to the FCC, by granting to the FCC authority to "carry out" the Act's provisions, including Sections 251 and 252. *See AT&T v. Iowa Utilities Board*, 525 U.S. 366 (1999). The tasks under Sections 251 and 252 entrusted to the States by the Telecommunications Act of 1996 do not appear to entirely displace the Commission's authority to interpret the Act and establish the guidelines for the States' activities under those provisions, and particularly in matters of national scope and importance. *Id.* at 385. Moreover, as the Commission has previously held, VoIP services are incapable of separation into interstate and intrastate components, and may therefore be subject solely to the Commission's jurisdiction. *Vonage Holdings Corporation Petition for Declaratory Ruling Concerning an Order of the Minnesota Public Utilities Commission*, 19 FCC Rcd 22404, ¶ 14 (2004).

III. It Remains Unclear Whether Comcast is a Telecommunications Carrier and thus Entitled to Section 251 Interconnection.

Congress granted certain rights to and imposed certain obligations upon "telecommunications carriers". Section 251(a) requires all telecommunications carriers "to

interconnect . . . with the facilities and equipment of other *telecommunications carriers*[" 47 U.S.C. § 251(a)(1) (emphasis added). The Act imposes further duties upon LECs, which include providing dialing parity to "competing providers of *telephone exchange service and telephone toll service*;" providing access to pole attachments to "competing providers of *telecommunications services*;" and establishing reciprocal compensation arrangements for "transport and termination of *telecommunications*[" 47 U.S.C. § 251(b) (emphasis added).

The Commission has stated that "[t]he obligations of sections 251 and 252 of the Act are triggered by the provision of a 'telecommunications service.'" *Deployment of Wireline Services Offering Advanced Telecommunications Capability*, 13 FCC Rcd. 24011, ¶ 34 (1998). The Commission's rules implementing Section 251(a) further clarify that, although a telecommunications carrier obtaining interconnection may also offer information services, that carrier *must* offer "telecommunications services" through the interconnection arrangement. 47 C.F.R. § 51.100(b). In promulgating rules to implement the relevant subsections of 251(b), the Commission has likewise limited the class of entities entitled to the benefits of those rules: for example, dialing parity and access to telephone numbers, operator services, directory assistance and directory assistance are limited to entities providing telephone exchange or telephone toll services. 47 C.F.R. §§ 51.205, 217. The rules governing reciprocal compensation specifically apply to "transport and termination of telecommunications traffic between LECs and other telecommunications carriers," 47 C.F.R. § 51.701(a); but exclude traffic that is "interstate or intrastate exchange access, information access, or exchange services for such access[" 47 C.F.R. § 51.701(b)(1). Thus, both Congress and the Commission have made it abundantly clear that the interconnection, reciprocal compensation and other rights granted by Section 251 apply only to telecommunications carriers.

Although the issue has been under consideration for some time now,¹ the Commission has *not* classified VoIP as a “telecommunications service” or VoIP providers as “telecommunications carriers.” VTel does not assert here that VOIP is, or is not, a telecommunications service. Nonetheless, based on FCC precedents, it appears that Comcast’s VoIP service might not be “telecommunications service,” and that Comcast might not be a “telecommunications carrier.” In such an event, by the express terms of the Act and the Commission’s rules, Section 251 would then not apply to Comcast’s services, and the Commission would then issue a declaratory ruling, or other clarification, so stating.

Moreover, Comcast itself has frequently denied that it has, or wants to have, “telecommunications carrier” status. In Vermont, the State in which Comcast now seeks to avail itself of the rights of a carrier, Comcast appears to have denied being a telephone company for purposes of compensating a utility for pole attachments. See Motion to Intervene of Burlington Electric Light Department, *Investigation into regulation of Voice over Internet Protocol (“VoIP”) services*; Vermont Public Service Board Docket No. 7315, at 3 (filed March 20, 2008), attached hereto as Exhibit One. Similarly, in recent comments to the FCC, Comcast consistently identified itself as a cable operator, and made no distinction between VoIP offerings and other broadband services. See generally Comments of Comcast Corporation, *In the Matter of Broadband Industry Practices*, WC Docket No. 07-52 (filed February 12, 2008) available at http://fjallfoss.fcc.gov/prod/ecfs/retrieve.cgi?native_or_pdf=pdf&id_document=6519840991.

Comcast in this FCC docket disclaimed common carrier status and the applicability to Comcast of statutory and rule provisions governing carriers. *Id.* at 37, 48. A similar disclaimer of carrier status, and of the Commission’s authority to regulate Comcast as a telecommunications carrier,

¹ *IP-Enabled Services, First Report and Order and Notice of Proposed Rule Making*, 20 FCC Rcd 10245 (2005).

was recently made by Comcast in an ex parte letter to the FCC's Chairman Kevin Martin. *See* Letter from Dennis J. Cohen to Chairman Kevin J. Martin (March 7, 2008; filed March 11, 2008), available at

http://fjallfoss.fcc.gov/prod/ecfs/retrieve.cgi?native_or_pdf=pdf&id_document=6519866175.

Comcast's possession of a CLEC certificate in Vermont is of significant importance, but is not necessarily a sufficient indication that Comcast is, in fact, providing a common carrier service that would meet the Act's statutory requirements. It would appear that Comcast, following its admirable entrepreneurial traditions, seeks to have it both ways: To enjoy all the benefits from interconnection as a "telecommunications carriers", but at the same time dodge the regulatory obligations and statutory duties of a "telecommunications carrier". Indeed, Comcast's affiliates have requested authority to discontinue operations as CLECs in at least seventeen States, but the customer notices attached to their applications indicates that Comcast will continue to provide its Digital Voice services in most, if not all, "discontinued" areas on an unregulated basis. *See* Section 63.71 Application of Comcast Phone of Illinois, LLC, WC Docket No. 08-41 (filed March 6, 2008) (Illinois); Section 63.71 Application of Comcast Phone of Massachusetts, Inc., *et al.*, WC Docket Nos. 08-45 and 08-52 (filed February 20, 2008 and April 3, 2008, respectively) (Massachusetts, New Hampshire, Ohio and Pennsylvania); Section 63.71 Application of Comcast Phone of Virginia, Inc., WC Docket No. 08-42 (filed February 20, 2008) (Virginia); Section 63.71 Application of Comcast Phone of California, LLC, WC Docket No. 08-35 (filed February 16, 2008) (California); Section 63.71 Application of Comcast Phone of Maryland, LLC, WC Docket No. 07-276 (filed November 19, 2007) (Maryland);² Section 63.71 Application of Comcast Phone of Minnesota, LLC, WC Docket No. 07-277 (filed

² Comcast of Maryland, Inc. filed an earlier application for discontinuance of services in Laurel, MD. WC Docket No. 06-204.

November 20, 2007) (Minnesota); Section 63.71 Application of Comcast Phone of Washington, LLC, WC Docket No. 07-242 (filed October 9, 2007) (Washington); Section 63.71 Application of Comcast Phone of Oregon, LLC, WC Docket No. 07-228 (filed September 28, 2007) (Oregon); Amended Section 63.71 Application of Comcast Phone of Colorado, LLC, WC Docket No. 07-231 (filed October 1, 2007) (Colorado)³; Section 63.71 Application of Comcast Phone of Connecticut, LLC, WC Docket No. 07-200 (filed August 6, 2007) (Connecticut)⁴; Section 63.71 Application of Comcast Phone of Georgia, LLC, WC Docket No. 07-187 (filed August 8, 2007) (Georgia) ; Section 63.71 Application of Comcast Phone of Florida, LLC, WC Docket No. 07-189 (filed August 20, 2007) (Florida)⁵; Section 63.71 Application of Comcast Phone of Utah, LLC, WC Docket No. 07-185 (filed August 20, 2007) (Utah); and Section 63.71 Application of Comcast Phone of Michigan., WC Docket No. 07-177 (filed August 2, 2007) (Michigan).⁶ VTel has seen no evidence that Comcast is terminating its interconnection agreements in those areas where it plans to discontinue its purported “telecommunications” offerings or that it is otherwise relinquishing the benefits of “carrier” status. Comcast’s activities therefore appear to be regulatory arbitrage.

VTel does not assert it is wrongful for Comcast to perform regulatory arbitrage in this fashion. VTel simply expresses its concern that Comcast’s seemingly contradictory behaviors make it difficult for VTel to clearly understand how it should fulfill its own obligations to uphold the letter and spirit of all FCC and State of Vermont requirements, and to also fully serve

³ Additional discontinuance applications for communities in the State of Colorado were filed in WC Docket Nos. 07-217, 07-207, 07-201, 07-193, 07-186, and 07-180.

⁴ Comcast Phone of Connecticut, Inc. filed an earlier application for discontinuance of service in south-central Connecticut. WC Docket No. 07-112.

⁵ An application was filed for discontinuance in the Jacksonville, FL area in WC Docket No. 07-155.

⁶ Copies of representative notices to Comcast customers are attached as Exhibit Two hereto.

all of its customers. Entities using any technology other than VoIP to offer voice service are, to the best of our knowledge, not permitted by the Commission to "cherry pick" their regulatory status in this manner. In the interests of competitive neutrality and to avoid the harm to the public that may result from unfair competition, the Commission should presumably not encourage or allow any entity to obtain the benefits of telecommunications carrier status while retaining the ability to opt in and out of the telecommunications regulatory regime at will, or perhaps even at whim.

IV. Conclusion.

WHEREFORE, the foregoing premises considered, VTel respectfully requests that the Commission assist VTel in understanding how to best fulfill the letter and spirit of the FCC's requirements by clarifying: (1) Whether or not only "telecommunications carriers" are entitled to interconnection with LEC facilities by the express terms of Sections 251 and 252 of the Act; (2) Whether or not VoIP providers are entitled to interconnection pursuant to those sections of the Act when they assert they are not "telecommunications carriers"; and (3) Whether or not Comcast is a telecommunications carrier and, therefore, is entitled to interconnection pursuant to those statutory provisions.

Respectfully submitted,

VERMONT TELEPHONE COMPANY

By: 

James U. Troup
Its Attorney
VENABLE LLP
575 7th Street, N.W.
Washington, DC 20004
Tel.: (202) 344-4000

April 11, 2008

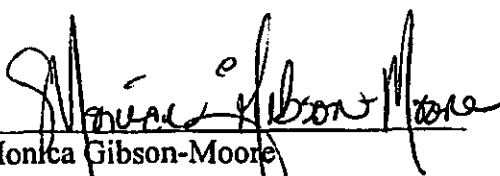
CERTIFICATE OF SERVICE

I, Monica Gibson-Moore, a legal assistant in the law firm of Venable LLP, do hereby certify that on this 11th day of April, 2008, copies of the foregoing Petition For Declaratory Ruling were sent by first-class mail to the following:

Ms. Beth Choroser
Senior Director
Regulatory Compliance
Comcast
1500 Market Street
Philadelphia, PA 19102

Kurt R. Janson, Esq.
General Counsel
Vermont Public Service Board
112 State Street
Drawer 20
Montpelier, VT 05620-2701

Andrew D. Fisher
Senior Counsel
Comcast Cable Communications, LLC
One Comcast Center
50th Floor
Philadelphia, PA 19103



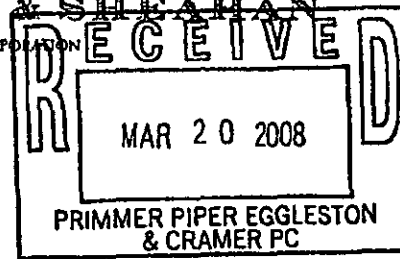
Monica Gibson-Moore

EXHIBIT 1

LAW OFFICES
McNEIL, LEDDY & SHEAHAN
A PROFESSIONAL CORPORATION

JOSEPH C. McNEIL (1919-1978)
JOSEPH E. McNEIL
JOHN T. LEDDY
NANCY GOSS SHEAHAN
WILLIAM F. ELLIS
SUSAN GILFILLAN
JOSEPH A. FARNHAM
KEVIN J. COYLE
KIMBERLEE J. STURTEVANT
BRIAN P. MONAGHAN

(*ALSO ADMITTED IN N.Y.)



271 SOUTH UNION STREET
BURLINGTON, VERMONT 05401

TELEPHONE
(802) 863-4531
TELECOPIER
(802) 863-1743

March 19, 2008

Susan M. Hudson, Clerk
Vermont Public Service Board
112 State Street - Drawer 20
Montpelier, VT 05620-2701

Re: Investigation into regulation of Voice over Internet Protocol ("VoIP") services
Docket No. 7316

Dear Sue:

Enclosed for filing with the Board in the above-referenced matter please find an original and six (6) copies of City of Burlington Electric Light Department's Motion to Intervene and this firm's Notice of Appearance.

Thank you for your assistance. If you should have any questions, please do not hesitate to contact this office.

Very truly yours,

Brian P. Monaghan

BPM/

cc: Docket No. 7316 Service List

211050-54

PSB Docket No. 7316 - SERVICE LIST

John Cotter, Esq.
Vermont Department of Public Service
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Montpelier VT 05620-2601

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d/b/a Verizon Vermont
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112 State Street - 4th Floor
Montpelier VT 05620-2701

*Jeanne E. Burns, Esq.
Central Vermont Public Service Corporation
77 Grove Street
Rutland, VT 05701

*Morris L. Silver, Esq.
P.O. Box 606 - Stage Road
Benson, VT 05731-0606

**Motion to Intervene Pending*

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7316

Investigation into regulation of Voice over)
Internet Protocol ("VoIP") services)

NOTICE OF APPEARANCE

The appearance of McNeil, Leddy & Sheahan, P.C., is hereby entered on behalf
of the City of Burlington Electric Light Department in the above-captioned matter.

Copies of all filings, notices and orders should be sent to the following:

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Sy Daubenspeck
Burlington Electric Department
585 Pine Street
Burlington, VT 05401

DATED at Burlington, Vermont this 19th day of March 2008.

McNEIL, LEDDY & SHEAHAN, P.C.

By: 

Brian P. Monaghan, Esq.
271 South Union Street
Burlington, VT 05401
Counsel to Burlington
Electric Light Department

cc: Docket 7316 Service List

211050-00054

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7316

Investigation into regulation of Voice over)
Internet Protocol ("VoIP") services)

MOTION TO INTERVENE

NOW COMES City of Burlington Electric Light Department ("BED"), by and through its attorneys, McNeil, Leddy & Sheahan, P.C., and pursuant to Rule 2.209 of the Board's Rules of Practice, moves to intervene in the above-captioned proceeding. In support of this motion, BED respectfully submits the accompanying Memorandum of Law.

DATED at Burlington, Vermont, this 19th day of March 2008.

BURLINGTON ELECTRIC DEPARTMENT

By: 

Brian P. Monaghan, Esq.
McNeil, Leddy & Sheahan, P.C.
271 South Union Street
Burlington, VT 05401
Attorneys for Movant

**MEMORANDUM OF LAW IN SUPPORT OF
MOTION TO INTERVENE**

BED respectfully submits this Memorandum of Law in support of its Motion to Intervene in the above-captioned matter.

I. BED IS ENTITLED TO INTERVENTION AS OF RIGHT

BED seeks intervention as of right under Rule 2.209(A), which provides in part:

Upon timely application, a person shall be permitted to intervene in any proceeding... when the applicant demonstrates a substantial interest which may be adversely affected by the outcome of the proceeding, where the proceeding affords the exclusive means by which the applicant can protect that interest and where the applicant's interest is not adequately represented by existing parties.

Vt. P.S.B. Rule 2.209(A)(3). As outlined below, BED satisfies the criteria entitling it to intervention as of right.

A. BED's Motion to Intervene Should be Considered Timely.

In its Scheduling Order dated March 7, 2008, the Board set an intervention deadline of March 10, 2008. In the past, the Board has allowed untimely intervention requests where the movant has indicated its willingness to accept the proceedings as they find them. BED is willing to accept the procedural schedule as set forth in the Board's Scheduling Order and forego the ability to propound discovery requests upon the Petitioners. Since no party will be prejudiced by BED's willingness to accept the docket as is, its application to intervene should be considered timely.

B. BED has a Substantial Interest that may be Adversely Affected by the Outcome of this Proceeding.

BED is the majority owner of utility poles located throughout its service territory. Ownership is governed by a 1955 agreement between BED and Verizon Vermont's predecessor-in-interest. Under the agreement, BED owns 55% and Verizon owns 45% of each jointly owned pole in the City of Burlington. An existing tariff permits BED to charge rental fees for use of singly-owned and jointly-owned poles. On August 24, 2005, the Board entered an order in Docket No. 6604 that accepted a stipulation between the parties regarding rents to be paid by attaching utilities. The heart of the stipulation is that cable television utilities shall pay \$9.00 per pole attachment, while all other attaching

entities¹ shall pay \$18.00 per attachment. In response to BED's billing Comcast for pole attachment as both a cable provider and telephone provider, Comcast has refused to pay as anything but a cable provider, claiming to be a cable company, and not a telephone company². Incidentally, Comcast failed to disclose this relationship, a violation of Article XVII of BED's regulations under Tariff No. 6604.

BED has a substantial interest in the continuation of the agreed-upon rents for use of its utility poles. At the time of the consummation of the stipulation, none of the parties presented Voice over Internet Protocol ("VoIP") as a basis for charging, or not charging, for use of utility poles. Nevertheless, Comcast now asserts that, its provision of telephone services notwithstanding, it is not a telephone company. Absent participation by those utilities which host VoIP providers' wires, the Board's investigation into regulations applicable to VoIP providers could adversely affect BED's substantial interest in use of its utility poles.

C. Docket 7316 Provides BED with the Exclusive Means by Which it can Protect its Interests.

Docket 7316 is the exclusive forum within which BED can protect its substantial interests as outlined above. BED is unaware of any other forum within which BED can protect these interests.

D. BED's Interests will not be Adequately Represented by Existing Parties.

Finally, the existing parties to the Docket are providers or would-be providers of VoIP services. These parties are not likely to advance the interests of those utilities whose poles they will be using to provide their services. Additionally, Comcast's failure

¹ Except for incumbent local exchange carriers ("ILECs") and electric utilities.

² On August 24, 2006, the Board issued CPG 834-CR, authorizing Comcast to operate as a provider of telecommunications services in Vermont, including service to the local exchange. A review of Vermont-

to disclose its operating status to BED is further evidence that it will not advance the interests of BED or other similarly-situated utilities. Only by making BED a party can there be assurance that its interests are adequately represented in this proceeding. In light of the foregoing, BED is entitled to intervene in this matter as of right.

II. IN THE ALTERNATIVE, BED IS ENTITLED TO PERMISSIVE INTERVENTION

In the alternative, BED moves for permissive intervention. Rule 2.209(B) provides in part that the Board, in its discretion, may permit a person to intervene when that person "demonstrates a substantial interest which may be affected by the outcome of the proceeding." Vt. P.S.B. Rule 2.209(B). In exercising its discretion, the Board is to consider the following:

(1) whether the applicant's interest will be adequately protected by other parties; (2) whether alternative means exist by which the applicant's interest can be protected; and (3) whether intervention will unduly delay the proceeding or prejudice the interests of existing parties or of the public.

Id. As set forth above, it is unlikely existing parties will adequately represent BED's substantial interest in this proceeding, and no alternative means for protecting BED's interests exist. In addition, BED's intervention will not unduly delay the proceeding or prejudice the interests of the parties or the public given its willingness to accept the proceedings as it finds them.

CONCLUSION

WHEREFORE, based upon the foregoing, BED's motion to intervene as of right should be granted. In the alternative, BED should be granted permissive intervention.

DATED at Burlington, Vermont, this 19th day of March 2008.

registered corporations reveals six with variations of "Comcast Phone" or "Comcast Long Distance" in

Respectfully submitted,



Brian P. Monaghan, Esq.
McNeil, Leddy & Sheahan, P.C.
271 South Union Street
Burlington, VT 05401
Attorneys for Burlington Electric
Light Department

cc: Docket 7316 Service List

211050/00054

their names.

EXHIBIT 2

March 3, 2008

****AUTO**SCH 3-DIGIT 600**

Arlington Heights IL 60004-5824

|||||

Dear Thomas,

Thank you for being a loyal Comcast Digital Phone customer. This letter is to again inform you that Comcast is changing its telephone service offerings. Effective on, or shortly after April 21, 2008, Comcast will provide telephone services only through its Digital Voice product line, and will no longer be providing service through its current Digital Phone product line in your community.

Your action is required! Because Comcast will be discontinuing Comcast Digital Phone service, you will need to select a new telephone service provider. If you wish to retain your current telephone number and continuity of service, you must act soon. You may continue to get phone service from Comcast by selecting Comcast Digital Voice as your provider. You may also choose to select another service provider for your local and long distance services.

Comcast is making this change to provide our customers with the best voice services available. Because we value your business, we encourage you to remain a Comcast customer by subscribing to our Comcast Digital Voice service. If you choose Comcast Digital Voice, you will receive a single billing statement for all your Comcast services.

We are ready to switch your phone service today to Comcast Digital Voice. Comcast Digital Voice delivers clear and reliable home phone service that is great for staying connected to your friends and family. For just \$19.99 per month for 12 months,* you can call anyone, anytime, anywhere in the U.S., Canada and Puerto Rico and talk as long as you'd like for one low monthly price. Enjoy 12 popular calling features such as Caller ID, Call Waiting, Three-Way Calling plus Voice Mail. Access to the Digital Voice Center is also included and allows you to manage your home phone service online. All these features are available at no extra cost. Plus you keep your current phone number.

This proposed discontinuance of your local telephone service is subject to regulatory approval by the Federal Communications Commission (FCC). The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convince and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the FCC releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, Washington, DC 20554, and include in your comments a reference to the § 63.71 of Comcast Phone of Illinois, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

OVER PLEASE →

TAKE ACTION NOW

Regardless of whether you select Comcast Digital Voice or a different service provider, we urge you to act quickly in order to maintain active phone service. If you do not switch your service to Comcast Digital Voice or another provider before April 21, 2008, your normal phone service will be terminated and you may not be able to retain your current telephone number. Please take action NOW to avoid an interruption in your service.

Upgrade today to Comcast Digital Voice and SAVE! Call 1-866-869-8519 today.

If you have already upgraded, please disregard this notice.

Sincerely,

Comcast
Greater Chicago Region

- Comcast Digital Voice® offer available to residential customers only in Comcast serviceable areas (and may not be transferred), located at wired and serviceable locations. Offer expires 3/31/08. Offer limited to current Comcast Digital Phone customers with accounts in good standing. The Comcast Unlimited™ Package applies to direct-dial calls from your home to locations in the United States, Canada, Puerto Rico, US Virgin Islands, Guam, America Samoa and Saipan/N. Mariana Islands. No separate long distance carrier connection available. Plan does not include international calls. An EMTA (which may also be used for Comcast High-Speed Internet service) is required; Comcast's current monthly fee is \$3.00. Equipment fees are additional. After 12-month promotion, regular rates apply unless service is canceled by calling Comcast. Current monthly rate for Comcast Digital Voice varies from \$39.95- \$44.95 depending on other Comcast services subscribed to, if any. Installation offer limited to standard installation. Custom installation charges are additional. Pricing shown does not include federal, state or local taxes and fees; our Regulatory Recovery Fee, which is not a tax or government required, or other applicable charges (e.g., per-call charges or international calling). The ability to keep your current phone number may not be available in all areas. Current phone number transfer requires a rate center match. Comcast Digital Voice® service (including 911/emergency service) may not function during an extended power outage. Certain customer premises equipment may not be compatible with Comcast Digital Voice services. Detailed account summary online is available through Comcast's monthly billing and not available as a special offered feature. Services are subject to terms and conditions of Comcast's subscriber agreements and other applicable terms and conditions. Restrictions apply. Call 866-869-8519 or visit www.Comcast.com for details. © 2008 Comcast. All rights reserved.

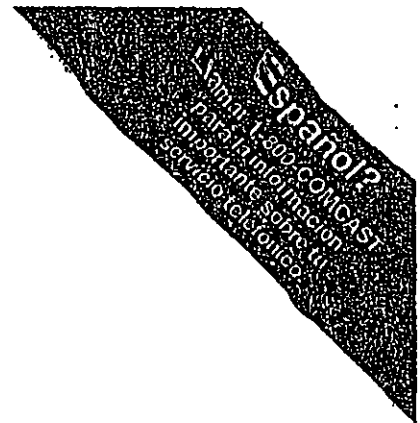
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Keywords:



676 Island Pond Road
Manchester, NH 03109



January 2008

YOU MUST CHOOSE A NEW LOCAL AND LONG-DISTANCE TELEPHONE SERVICE PROVIDER

Dear Valued Comcast Customer,

Thank you for being a valued Comcast Digital Phone customer. This letter is to inform you that Comcast is changing its telephone service offerings. Effective on April 29th, 2008 or shortly after April 29th, 2008 Comcast no longer will be providing its current Digital Phone service in your town.

Your action is required! Since Comcast will discontinue all Digital Phone service in your town as of April 29th, 2008, you need to select a new provider of local telephone service. You also must select a new long distance provider if you use Comcast Digital Phone for your long distance service. To assure continued service and use of your current telephone number, you should choose a new service provider no later than March 31st, 2008.

You also have the opportunity to experience the simplicity, convenience and value of our new and improved residential home phone service, Comcast Digital Voice®. With Comcast Digital Voice Unlimited service, you won't have to worry about complicated calling plans or calling rates that fluctuate based on the time of day. You'll enjoy direct-dialed unlimited calling from home to anyone, anytime, anywhere throughout the U.S., Canada and Puerto Rico. We are confident you'll agree that Comcast Digital Voice is a simple and easy solution to your local, in-state and long distance calling needs. Make the easy switch to Comcast Digital Voice and start enjoying direct-dialed unlimited calling and the unique benefits of Comcast's service offerings today. You may transfer your current service to Digital Voice service today by calling Comcast toll free at 1-800-704-8091.

You continue to have a choice for local and long distance phone service and you are free to select a new provider of your choice.

A list of alternative service providers may be found in the front of your local telephone directory. If you currently have your local service, but not your long distance service with Comcast Digital Phone and if you do not intend to select Comcast Digital Voice as your new provider of both local and long distance service, you should contact your current long distance provider to see whether your selection of a new provider of local service will affect your long distance services and rates.

We urge you to act quickly to select Comcast Digital Voice or another new service provider in order to retain active phone service.

The discontinuance of your Comcast Digital Phone service is subject to regulatory approval by the Federal Communications Commission (FCC). The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the Commission releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, Washington, DC 20554, and include in your comments a reference to the \$63.71 Application of Comcast Phone of Massachusetts, Inc. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Massachusetts Notice

TAKE ACTION NOW

Please take immediate action to select a telephone service provider of your choice. If you do not select another service provider (whether Comcast Digital Voice or some other provider) your service will be terminated on or shortly after April 29th, 2008 and you may not be able to retain your current telephone number. Please take action now to avoid interruption in your service.

If you have any questions, please call Comcast Customer Service toll free at: 1-800-704-6091

Sincerely,

John R. Waddell

J.R. Waddell
Division V.P. of Sales and Marketing

Service is subject to Comcast standard terms and conditions of service. No separate long distance carrier connection available with Comcast Digital Voice. Plan does not include international calls. Phone number transfer may not be available in all areas and requires a rate center match. Comcast Digital Voice service (including 911/emergency services) may not function after an extended power outage. Certain customer premises equipment may not be compatible with Comcast Digital Voice services. An EMTA form Comcast is required for Comcast Digital Voice. Not all services available in all areas. Please call your local Comcast office for restrictions and complete details about service, prices and equipment. Comcast ©2007. All rights reserved.

HES2-MASS